

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**资源控股**

**RESOURCES HOLDINGS**

**Peking University Resources (Holdings) Company Limited**

**北大资源(控股)有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 00618)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of Peking University Resources (Holdings) Company Limited (the “**Company**”) will be held at 10:00 a.m. (Hong Kong time) on Thursday, 15 September 2022 at Room 2303, 23/F, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong and via video-conference for the following purposes:

### **ORDINARY RESOLUTIONS**

1. To receive and adopt the audited financial statements and the reports of directors and auditor of the Company for the fifteen months ended 31 March 2022.
2.
  - (a) To re-elect Mr. Chung Wai Man as an independent non-executive director of the Company;
  - (b) To re-elect Mr. Hua Yichun as an independent non-executive director of the Company;
  - (c) To re-elect Mr. Wang Bingzhong as an independent non-executive director of the Company;
  - (d) To appoint Mr. Guo Langhua as an executive director of the Company; and
  - (e) To authorize the board of directors of the Company to fix the director’s remuneration.
3. To re-appoint CCTH CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.

4. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

**“THAT:**

- (A) subject to paragraph (B) below, the exercise by the board of directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional Shares and to make, issue or grant offers, agreements, options, warrants and other securities which will or might require Shares to be allotted, issued, granted, distributed or otherwise dealt with during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved;
- (B) the aggregate nominal amount of share capital allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option, conversion or otherwise) by the board of directors of the Company pursuant to the approval in paragraph (A) above, otherwise than pursuant to:
- (i) a Rights Issue (as defined below); or
  - (ii) the grant of options under the share option scheme of the Company or the exercise of any of the subscription rights attaching to any options that have been or may be granted thereunder; or
  - (iii) the exercise of rights of subscription or conversion under the terms of any warrant issued by the Company or any securities which are convertible into Shares; or
  - (iv) any scrip dividend scheme or similar arrangement providing for allotment of Shares in lieu of the whole or part of any dividend on Shares in accordance with the Bye-laws of the Company, shall not exceed the aggregate of:
    - (a) twenty per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution; and
    - (b) (if the board of directors of the Company is so authorised by a separate resolution of the shareholders of the Company) the aggregate nominal amount of the issued share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to ten per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution), and the said approval shall be limited accordingly; and

(C) for the purposes of this resolution:

- (i) “Relevant Period” means the period from (and including) the date of passing of this resolution until whichever is the earliest of:
  - (a) the conclusion of the next annual general meeting of the Company;
  - (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; and
  - (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;
- (ii) “Rights Issue” means an offer of Shares open for a period fixed by the board of directors of the Company to holders of Shares on the register of members (and, if appropriate, to the holders of warrants and other securities which carry a right to subscribe or purchase shares in the Company on the relevant register) on a fixed record date in proportion to their then holdings of such Shares (and, if appropriate, such warrants and other securities) (subject to such exclusions or other arrangements as the board of directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any jurisdiction or territory applicable to the Company); and
- (iii) “Shares” means shares of all classes in the capital of the Company and warrants and other securities which carry a right to subscribe or purchase shares in the Company.”

5. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT:**

- (A) subject to paragraph (B) below, the exercise by the board of directors of the Company during the Relevant Period of all the powers of the Company to purchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and which is recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with all applicable laws, including the Hong Kong Code on Share

Repurchases and the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange (as amended from time to time), be and is hereby generally and unconditionally approved;

(B) the aggregate nominal amount of Shares which may be purchased or agreed conditionally or unconditionally to be purchased pursuant to the approval in paragraph (A) above shall not exceed ten per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval be limited accordingly; and

(C) for the purposes of this resolution:

(i) “Relevant Period” means the period from (and including) the passing of this resolution until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; and

(c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(ii) “Shares” means shares of all classes in the capital of the Company and warrants and other securities which carry a right to subscribe or purchase shares in the Company.”

6. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT**, conditional on the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (“**Resolutions 4 and 5**”, respectively), the exercise by the board of directors of the Company of the powers referred to in paragraph (A) of Resolution 4 in respect of the share capital of the Company referred to in sub-paragraph (b) of paragraph (B) of Resolution 4, be and is hereby approved and authorised.”

## SPECIAL RESOLUTION

### 7. “THAT:

- (A) the proposed amendments to the existing Bye-laws of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix III to the circular of the Company dated 4 August 2022, be and are hereby approved, such that the existing Bye-laws of the Company be and are hereby amended by the Proposed Amendments;
- (B) the amended and restated Bye-laws of the Company (the “**New Bye-laws**”), incorporating the Proposed Amendments, substantially in the form produced to this meeting and marked “A” and signed by the chairman of this meeting for the purpose of identification, be and are hereby approved and adopted as the Bye-laws of the Company in substitution for and to the exclusion of the existing Bye-laws of the Company with immediate effect; and
- (C) any one director of the Company be and is hereby authorised to execute and deliver all such documents and do all such other acts and things as he may, in his absolute discretion, consider necessary, desirable or expedient in connection with the Company’s adoption of the New Bye-laws.”

By Order of the Board  
**Peking University Resources (Holdings) Company Limited**  
**Wong Kai Ho**  
*Chairman*

Hong Kong, 4 August 2022

#### *Notes:*

1. As set out in the section headed “Special Arrangements for the AGM” of this circular, the AGM will be conducted virtually by way of video-conference. As Shareholders will not be permitted to attend the AGM in person, Shareholders who wish to vote at the AGM shall appoint the chairman of the AGM as their proxies by completing the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (before 15 August 2022), or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (on or after 15 August 2022), as soon as possible and in any event not less than 48 hours before the time appointed for the holding the AGM, i.e. Tuesday, 13 September 2022 at 10:00 a.m. (Hong Kong time), or any adjournment thereof (as the case may be).
2. Any shareholder entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy needs not be a shareholder of the Company. However, given the special arrangements adopted by the Company as set out in the section headed “Special Arrangements for the AGM” of this circular, Shareholders who wish to vote at the AGM shall appoint the chairman of the AGM as their proxies to exercise their rights to vote at the AGM in accordance with their instructions.

3. Where there are joint holders of any share, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. However, given the special arrangements adopted by the Company as set out in the section headed “Special Arrangements for the AGM” of this circular, Shareholders who wish to vote at the AGM shall appoint the chairman of the AGM as their proxies to exercise their rights to vote at the AGM in accordance with their instructions.
4. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (before 15 August 2022), or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (on or after 15 August 2022), not less than 48 hours before the time for holding the meeting or any adjournment thereof.
5. The register of members of the Company will be closed from Friday, 9 September 2022 to Thursday, 15 September 2022, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the annual general meeting, all share transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (before 15 August 2022), or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (on or after 15 August 2022), for registration no later than 4:30 p.m. on Thursday, 8 September 2022.
6. At the meeting (or at any adjournment thereof), the Chairman of the meeting put each of the above resolutions to the vote by way of a poll as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Bye-laws of the Company. The poll results will be published on the websites of the Company at [www.pku-resources.com](http://www.pku-resources.com) and the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) following the meeting.
7. COVID-19 PANDEMIC SITUATION

The Company will adopt the following special arrangement at the AGM for the purpose of public health and safety:

- (a) The AGM will be conducted virtually via electronic means (the “**Virtual AGM**”). The Shareholders and/or their proxies will NOT be able to attend the Virtual AGM in person, and can only participate in, communicate, view and listen to the Virtual AGM by way of video-conference.

The Virtual AGM will be broadcasted from the AGM venue in Hong Kong (the “**AGM Venue**”) and only a limited number of Directors and staff of the Company who are the Shareholders or proxies will be physically present at the AGM Venue. Other Directors will participate by way of electronic means.

Shareholders will be able to participate in, view and listen to the Virtual AGM by way of video-conference from 10:00 a.m. until the completion of the AGM on Thursday, 15 September 2022 on a computer, tablet or any browser enabled device. Please follow the instructions on the landing page on how to access the webcast.

- (b) For Shareholders who would like to participate in, view and listen to the Virtual AGM live webcast, you will need to register by sending an email to [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com) or via telephone hotline at (852) 2980 1333 by providing personal particulars as follows:
- (i) Full name;
  - (ii) Registered Address;
  - (iii) Number of Shares held;
  - (iv) Hong Kong Identity Card Number or passport number (in case of natural person)/company registration number (in case of body corporate);
  - (v) Contact Telephone Number; and
  - (vi) Email Address

no later than 10:00 a.m. on Wednesday, 14 September 2022 (being not less than twenty-four (24) hours before the time appointed for holding the Virtual AGM) to enable the Company to verify the Shareholders' status.

Authenticated Shareholders will receive an email confirmation by Thursday, 15 September 2022 which contains a link to join the live webcast of the Virtual AGM. Shareholders MUST NOT forward the link to other persons who are not the Shareholders and who are not entitled to attend the Virtual AGM.

- (c) All resolutions at the AGM will be decided on a poll. Shareholders will still be able to vote by doing so in advance of the AGM by proxy. If you wish to vote on any resolution at the AGM, you must appoint the chairman of the AGM as your proxy to exercise your right to vote at the AGM in accordance with your instructions. If you appoint a person who is not the chairman of the AGM as your proxy, that person will not be permitted entry to the meeting and will not be able to exercise your vote.

The proxy form for use at the AGM is enclosed with this circular. The proxy form can be downloaded from the "Investor Relations – Announcements" section of the Company's website ([www.pku-resources.com/investor/notice.html](http://www.pku-resources.com/investor/notice.html)). If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of a proxy.

The proxy form should be returned to the Company's branch share registrar and transfer office, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (before 15 August 2022), or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (on or after 15 August 2022), not less than 48 hours before the time for holding the AGM.

- (d) Shareholders may submit any questions they may have in advance in relation to any resolution set out in the Notice of AGM by 10:00 a.m. on Wednesday, 14 September 2022 (being not less than twenty-four (24) hours before the time appointed for holding the Virtual AGM) via email to [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com) or via telephone hotline at (852) 2980 1333 providing personal particulars as follows for verification purposes:
- (i) Full name;
  - (ii) Registered Address;
  - (iii) Number of Shares held;

- (iv) Hong Kong Identity Card Number or passport number (in case of natural person)/company registration number (in case of body corporate);
- (v) Contact Telephone Number; and
- (vi) Email Address

Shareholders can also submit questions during the Virtual AGM through the webcast link provided.

The Board will arrange for as many of the questions asked to be answered as possible at the AGM.

The Company is closely monitoring the impact of the COVID-19 Pandemic in Hong Kong. Should any changes be made to the AGM arrangements, the Company will notify Shareholders via an announcement posted on the Company's website ([www.pku-resources.com](http://www.pku-resources.com)) and the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

*As at the date of this announcement, the Board comprises executive directors of Mr. Wong Kai Ho (Chairman), Mr. Wang Guiwu and Mr. Huang Zhuguang; and the independent non-executive directors of Mr. Chu Kin Wang, Peleus, Mr. Chin Chi Ho, Stanley, Mr. Chung Wai Man, Mr. Hua Yichun and Mr. Wang Bingzhong.*